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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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APPLICATION UNDER LOCAL BANKRUPTCY
RULE 2090-1(b) FOR ADMISSION *PRO HAC VICE*

("PRO HAC VICE APPLICATION")

1. Kayalyn A. Marafioti ("Movant"), a member in good standing of the Bar of the State of New York, an attorney admitted to practice before the United States Bankruptcy Court for the Southern District of New York, and a member of Skadden, Arps, Slate, Meagher and Flom LLP ("Skadden, Arps"), hereby submits this application (the "Application") for an order permitting Dhananjai Shivakumar of Skadden, Arps to practice pro hac vice before the United States Bankruptcy Court for the Southern District of New York and to appear and represent Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession (collectively, the "Debtors"), under Rule 2090-1(b) of the Local Bankruptcy Rules of the Southern District of New York (the "Local Rules"). In support of the Application, the Movant states as follows:

2. Dhananjai Shivakumar is a counsel at Skadden, Arps and has appeared regularly before numerous bankruptcy and district courts across the country. Based on the annexed certification, Mr. Shivakumar is admitted, practicing, and in good standing as a member of the bar of the State of New York, the State of Illinois, and the United States District Court for the Northern District of Illinois. Mr. Shivakumar has been practicing law since 1998. There are no disciplinary proceedings pending against Mr. Shivakumar.

3. The Movant requests that this Court grant this Application so that Mr. Shivakumar may file pleadings and appear and be heard at hearings in the above-captioned chapter 11 cases.

4. Pursuant to the annexed certificate, Mr. Shivakumar submits to the disciplinary jurisdiction of this Court for any alleged misconduct that occurs in the course of these cases. In addition, as indicated on the attached certificate, Mr. Shivakumar has acquired or has access to a copy of the Local Rules and is generally familiar with such rules.

5. Mr. Shivakumar is submitting a fee of \$25 upon the filing of this Application.

Memorandum Of Law

6. Because the legal points and authorities upon which this Application relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) be deemed satisfied.

WHEREFORE, the Movant respectfully requests that this Court enter an order (a) permitting Dhananjai Shivakumar to appear pro hac vice in association with the Movant as counsel for the Debtors in these chapter 11 cases and (b) granting the Debtors such other and further relief as is just.

Dated: New York, New York
May 18, 2006

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ Kayalyn A. Marafioti
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CERTIFICATE

The undersigned certifies that he is eligible for admission to this Court, is admitted to practice, and is in good standing in the jurisdictions set forth in the Application, submits to the disciplinary jurisdiction of this Court for any alleged misconduct that arises in the course of these chapter 11 cases pursuant to Local Bankruptcy Rules for the Southern District of New York, and has acquired or has access to a copy of such rules and is generally familiar with such rules.

Dated: New York, New York
May 18, 2006

/s/ Dhananjai Shivakumar
Dhananjai Shivakumar
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